

COMMISSION ON COMMUNITY INVESTMENT AND INFRASTRUCTURE

RESOLUTION NO. 10-2020

CONDITIONALLY APPROVING AMENDMENTS TO THE MAJOR PHASE APPLICATION AND THE BASIC CONCEPT / SCHEMATIC DESIGN FOR MISSION BAY SOUTH BLOCKS 29-32 TO ADD A MIXED USE BUILDING CONSISTING OF HOTEL, RESIDENTIAL AND ASSOCIATED RETAIL USES, AND ADOPTING ENVIRONMENTAL FINDINGS PURSUANT TO THE CALIFORNIA ENVIRONMENTAL QUALITY ACT; MISSION BAY SOUTH REDEVELOPMENT PROJECT AREA

WHEREAS, On September 17, 1998, the former Redevelopment Agency of the City and County of San Francisco (“Redevelopment Agency”) approved, by Resolution No. 190-98, the Redevelopment Plan for the Mission Bay South Redevelopment Project Area (“Redevelopment Plan”). On the same date, the Redevelopment Agency Commission adopted related documents, including Resolution No. 193-98 conditionally authorizing execution of an Owner Participation Agreement (“South OPA”) and related documents with Catellus Development Corporation, a Delaware corporation (“Catellus”). On November 2, 1998, the San Francisco Board of Supervisors (“Board of Supervisors”) adopted, by Ordinance No. 335-98, the Redevelopment Plan. The Redevelopment Plan and its implementing documents, as defined in the Redevelopment Plan, constitute the “Plan Documents,” and,

WHEREAS, On October 2, 2012 the Board of Supervisors, acting as the legislative body of the Successor Agency, adopted Ordinance No. 215-12 (the “Implementing Ordinance”), which Implementing Ordinance was signed by the Mayor on October 4, 2012, and which, among other matters: (a) acknowledged and confirmed that the Successor Agency is a separate legal entity from the City, and (b) established this Successor Agency Commission, commonly known as the Commission on Community Investment and Infrastructure (“Commission”) and delegated to it the authority to (i) act in place of the Redevelopment Agency Commission to, among other matters, implement, modify, enforce and complete the Redevelopment Agency’s enforceable obligations, (ii) approve all contracts and actions related to the assets transferred to or retained by the Successor Agency, including, without limitation, the authority to exercise land use, development, and design approval, consistent with applicable enforceable obligations, and (iii) take any action that the Redevelopment Dissolution Law (Cal. Health & Safety Code §§ 34170 et seq., “Redevelopment Dissolution Law”) requires or authorizes on behalf of the Successor Agency and any other action that this Commission deems appropriate, consistent with the Redevelopment Dissolution Law, to comply with such obligations; and,

- WHEREAS, The Board of Supervisors' delegation to this Commission includes the authority to grant approvals under specified land use controls for the Mission Bay Project consistent with the approved Redevelopment Plan and enforceable obligations, including design review; and,
- WHEREAS, The Redevelopment Plan and the Plan Documents, including the Design Review and Document Approval Procedure, designated as Attachment G to the South OPA ("DRDAP"), provide that development proposals in Mission Bay South will be reviewed and processed in "Major Phases," as defined in and consistent with the Redevelopment Plan and the Plan Documents. Submission of design plans and documents for any specific building ("Project") must be consistent with the requirements established for each Major Phase, though the DRDAP allows for a Major Phase to be amended by a schematic design submittal if the overall submittal is still consistent with the Redevelopment Plan and Plan Documents. The DRDAP sets forth the review and approval process for Major Phases and Projects; and,
- WHEREAS, Relevant portions of Mission Bay South Blocks 29-32 ("Site") are currently owned by GSW Arena LLC and GSW ECOP 3P Retail LLC, affiliates of Golden State Warriors, LLC, which owns and operates the Golden State Warriors National Basketball Association team, and GSW Arena LLC and GSW ECOP 3P Retail LLC are bound by the terms of the South OPA; and,
- WHEREAS, Pursuant to the Redevelopment Plan and Plan Documents, including the DRDAP, GSW Arena LLC ("Developer") submitted the Mission Bay Major Phase Blocks 29-32 application (the "Blocks 29-32 Major Phase") on December 10, 2014. The Blocks 29-32 Major Phase allowed the construction of a project consisting of a multi-purpose Event Center, as defined in the Design for Development for the Mission Bay South Project Area, two mixed-use office/research and development buildings each containing a 90' podium component and a 160' tower component, retail uses including sit-down restaurants, casual food restaurants and soft goods retailers, multiple levels of enclosed on-site parking, and large open plazas, landscaped (green) space, elevated view points and a public promenade walkway throughout the site (the "Blocks 29-32 Event Center and Mixed Use Development"); and,
- WHEREAS, Developer submitted a combined Basic Concept & Schematic Design Application dated November 3, 2015 for Blocks 29-32, in six volumes ("Blocks 29-32 BC/SD"). The Blocks 29-32 BC/SD consists of Basic Concept and Schematic Design packages for the (1) Event Center; (2) the 16th Street Office/Retail tower; (3) the Warriors Way (formerly South Street) Office/Retail tower; (4) Northeast Retail along Warriors Way (formerly South Street) and Terry A Francois Boulevard; (5) Open Space, Gatehouse, and Parking and Loading facilities on-site, which includes landscaping information for the full Blocks 29-32 development; and (6) a common book of Background Appendices for all of these submittals, including utility information, wind and

shadow studies for the full development, vicinity plans, and site diagrams for additional reference; and,

WHEREAS, The retail entitlements for the Blocks 29-32 Event Center and Mixed Use Development, as allowed by the Redevelopment Plan did not include certain planned retail spaces, restricted to a size of 5,000 square feet or smaller; as required through Commission Resolution 72-2015, and further clarified in design conditions of approval, following the completion of construction, a Notice of Special Restriction (“NSR”) dated September 10, 2019 was recorded on each relevant lot or condominium on Blocks 29-32; and,

WHEREAS, On November 3, 2015 by Resolution No. 72-2015, the Commission approved the Blocks 29-32 Major Phase and Blocks 29-32 BC/SD; and,

WHEREAS, Pursuant to the Redevelopment Plan and Plan Documents, including the DRDAP, on May 11, 2020, Developer submitted the Blocks 29-32 GSW Hotel Project Basic Concept / Schematic Design (“GSW Hotel/Residential BC/SD”). The mixed-use building submitted in the GSW Hotel/Residential BC/SD proposes the addition of 129 hotel rooms, 21 residential units and various retail spaces on the Site; and,

WHEREAS, In connection with the GSW Hotel/Residential BC/SD, as of the date of this Resolution, the Commission adopted certain amendments, through Resolution 07-2020, to the Redevelopment Plan that permit Hotel and Residential uses on the Site, and, in addition, a certain number of Hotel rooms and Residential dwelling units, and an increase of 65,000 total Leasable square feet of Retail uses on the Site; and,

WHEREAS, In connection with the GSW Hotel/Residential BC/SD, as of the date of this Resolution, the Commission adopted certain amendments, through Resolution 09-2020, to the Design for Development for the Mission Bay South Project Area (“D for D”) that permit a redesign and reprogramming of the Blocks 29-32 BC/SD, as specified in Resolution 09-2020 and in the GSW Hotel/Residential BC/SD; and,

WHEREAS, The GSW Hotel/Residential BC/SD proposes changes that will amend the Blocks 29-32 BC/SD. Specifically, it adds previously excluded and size-restricted retail areas, an allotment for partially enclosed outdoor retail terraces and a small amount of square footage to account for any margin of error in the measurement of already built retail space. Table 6 Retail Area Summary and Cap in Chapter 1 of the GSW Hotel/Residential BC/SD tracks the retail entitlement for Blocks 29-32; and,

WHEREAS, With the addition of currently excluded and restricted retail square footage to the Redevelopment Plan, the recorded NSRs will be terminated; and,

WHEREAS, The GSW Hotel/Residential BC/SD further amends the open space and parking for Blocks 29-32 BC/SD. Due to demolition necessitated by the GSW

Hotel/Residential BC/SD, the Blocks 29-32 open space acreage is decreased from 3.8 acres to 3.6 acres. In addition, the GSW Hotel/Residential BC/SD necessitates a decrease of 16 vehicular spaces, reducing the total number of spaces on Blocks 29-32 to 907 spaces. The open space amount and parking ratios remain in compliance with applicable development standards stipulated in the D for D; and,

WHEREAS, As allowed by the DRDAP, the GSW Hotel/Residential BC/SD also amends the Blocks 29-32 Major Phase (the “Blocks 29-32 Major Phase Amendment”) to permit the development proposed in the GSW Hotel/Residential BC/SD. The Blocks 29-32 Major Phase Amendment is attached to this document as Exhibit A and the GSW Hotel/Residential BC/SD is attached as Exhibit B; and,

WHEREAS, The amendments to the Blocks 29-32 BC/SD and the Blocks 29-32 Major Phase are necessary to facilitate the development proposed in the GSW Hotel/Residential BC/SD, which will add a complementary land use and design to the existing Event Center and the surrounding neighborhood; and,

WHEREAS, On January 9, 2020, the Mission Bay Citizens Advisory Committee considered the GSW Hotel/Residential BC/SD and recommended approval by the Commission; and,

WHEREAS, On May 19, 2020, the Commission adopted Resolution No. 05-2020, by which the Commission determined that the Final Subsequent Environmental Impact Report (“FSEIR”) (therein defined), together with further analysis provided in Addendum No. 1, remains adequate, accurate, and objective and in compliance with the California Environmental Quality Act (California Public Resources Code Sections 21000 et seq., “CEQA”) and the CEQA Guidelines (14 California Code of Regulations Sections 15000 et seq.), for purposes of evaluating the potential environmental impacts of the GSW Hotel/Residential BC/SD and the Blocks 29-32 Major Phase Amendment; and,

WHEREAS, The environmental effects of the GSW Hotel/Residential BC/SD and the Blocks 29-32 Major Phase Amendment have been analyzed in the environmental documents as described in Commission Resolution No. 05-2020. Copies of the environmental documents are on file with the Commission Secretary; now, therefore be it:

RESOLVED, That the Commission hereby finds that for purposes of compliance with CEQA, the GSW Hotel/Residential BC/SD and the Blocks 29-32 Major Phase Amendment are included in the actions identified in Resolution No. 05-2020 adopted concurrently with this Resolution; and, be it further

RESOLVED, That in Resolution No. 05-2020, the Commission adopted findings that various actions, including the GSW Hotel/Residential BC/SD and the Blocks 29-32 Major Phase Amendment, were in compliance with CEQA. Said findings, which are on file with the Commission Secretary, are in furtherance of the

actions contemplated in this Resolution and are made part of this Resolution by reference herein; and, be it further

RESOLVED, That the GSW Hotel/Residential BC/SD and Blocks 29-32 Major Phase Amendment are consistent with and advance the objectives of the Redevelopment Plan. The Blocks 29-32 Major Phase Amendment and the GSW Hotel/Residential BC/SD are hereby approved by the Commission subject to the following conditions, which require further review and approval by the Executive Director, or her designee:

1. **Materials and Colors.** Continue to develop and refine the building materials palette, wall systems, glazing, screening and other materials, in coordination with Office of Community Investment and Infrastructure (“OCII”) staff. Materials palette must demonstrate durability, quality, color, variety, and visual interest, especially at the ground floor. Explore opportunities to incorporate locally sourced materials to establish a palette that works with climate, light, neighborhood context, history, and culture. Sustainable and recycled materials are highly encouraged. Updated material and color samples shall be provided to OCII in advance of mock-up design and construction.
2. **Architectural Mock-Up Scope.** Prior to Construction Document submittal and in advance of building materials purchasing, provide scope and plans for design mock-up, including primary building materials, color palette, wall systems, glazing and detail installation. OCII staff shall approve a) mock-up plans prior to mock-up construction, and b) mock-up materials, as per Construction Documents, and their application, after OCII’s staff mock-up observations and prior to materials purchases and shipping.
3. **Architectural Mock-Up Construction.** Prior to procuring façade materials, construct a physical material mock-up to allow for OCII, design team, and contractor review of material durability, texture, color and detail installation.
4. **Landscape Plans.** Provide detailed landscape plans, including plans for all setback zones, common open spaces, stairways, courtyards, patios, mechanical and utility screening, terraces and balconies.
5. **Street Trees.** Maintain the equivalent number of existing street trees within all public right-of-ways in the GSW Hotel/Residential BC/SD project area. If any existing tree wells are to be relocated to accommodate new utility infrastructure, the Developer shall submit a revision to the Streetscape Plan for OCII review and approval. In the event that future utility connections conflict with existing trees, lighting, bicycle racks, benches, planters or other streetscape elements, an equivalent number of street trees and all other streetscape elements will be relocated and/or replaced on the same street frontage or replaced

at a one-to-one ratio on site, unless deemed infeasible by City of San Francisco regulations, in which case the Developer will pay an in-lieu fee per tree not replaced in an amount equal to that payable under San Francisco Public Works Code Section 802.

6. **Public Art.** Public art element shall be further defined at locations shown in the GSW Hotel/Residential BC/SD submittal dated April 16, 2020, including at the Level 200 Esplanade. Public art projects shall be subject to further review and approval by OCII staff during the Design Development phase.
7. **Ground-Floor Frontage Treatment.** Design of the ground-floor frontage treatment along Warriors Way shall be subject to further design review to ensure that the frontage (1) activates the pedestrian realm (2) provides an equivalent proportion of transparent frontage as shown in the approved GSW Hotel/Residential BC/SD, and (3) is integrated with the overall building design.
8. **Utility Infrastructure.** The location, design and screening for all proposed utility infrastructure within the public realm and public open spaces shall be subject to further review and approval by OCII.
9. **Utility Room Screening.** Refine the screening, materiality and architectural treatment of all ground-floor utility rooms and parking garage doors. Doors and utility frontage should screen mechanical uses while providing visual interest to the public realm through incorporation of design features such as high-quality materials, texture, artistic expression and transparency.
10. **Rooftop Mechanical Equipment.** All rooftop mechanical equipment, including façade access equipment when not in use, shall be set back or screened from pedestrian-level view, including eye-level views from public areas of Level 200 of the Event Center. An exception is made for rooftop solar PV or other sustainable energy infrastructure. Mechanical screens shall form part of the upper building architectural composition and consist of materials consistent with the overall building color and material palette.
11. **Main Entrance and Canopy.** Design of the main ground-floor, Level 050 building entrance and canopy at Warriors Way shall be subject to further design review. Building design shall ensure that the canopy (1) provides architectural expression and defines the main entrance without dominating the street frontage at the expense of the pedestrian realm, (2) projections do not exceed 5' projection beyond the property line, and (3) for any projection that exceeds 3' beyond the property line, the Developer shall apply for and be granted a Minor Encroachment Permit from San Francisco Public Works.
12. **Ground-Floor Glazing.** Aside from potential opaque glazing necessary to screen mechanical and parking uses, clear, un-tinted low-

reflectivity glass shall be used at and near the street level to allow maximum visual interaction between sidewalk areas and the interior of the building.

13. **Birdsafe.** Future phases of design shall provide specifications for the materials and features to satisfy the requirements of Planning Code Section 139, Standards for Bird Safe Buildings selected for the exterior design of the building.
14. **Rooftop Recreational Structure.** The total area coverage of rooftop recreation structure(s) shall not exceed 30% of total roof area. All walls of rooftop recreation space shall be more than 50% transparent (clear glass or open). Conversely, if the rooftop recreation area meets the parameters described within the definition of Gross Floor Area (GFA) in the Redevelopment Plan for the Mission Bay South Project Area, it will be counted as such and added to the Project's total GFA. Developer will provide detailed plans, sections and elevations of all rooftop recreational structures, including dimensions and materials of roofs, parapets, canopies, trellises, walls, railings, glazing and open space in the Design Development stage. Detailed drawings shall clearly delineate between enclosed and unenclosed floor areas.
15. **Residential Unit and Hotel Room Plans.** Provide enlarged Unit and Hotel Room plans with room and unit areas, including openings.
16. **Level 100 Mezzanine.** The design of the Northeastern Level 100 Mezzanine patio spaces, stairs and building façade shall be subject to further design and review by OCII. As the GSW Hotel/Residential BC/SD proposed to eliminate an existing building entrance, the proposed design must mitigate blank walls and utilize high-quality landscape and measures to further activate the public realm.
17. **On-Street Loading.** Developer shall work in good faith with the appropriate City Agencies to gain approval for the proposed on-street vehicular drop-off and loading space along Warriors Way. The loading space shall be 100' in length, with a 20' accessible access aisle. Developer shall amend the Mission Bay South Streetscape Plans to reflect all proposed changes to streetscape, utilities, curb cuts and dimensions along Warriors Way.
18. **Off-street Loading.** Loading spaces provided on Blocks 29-32 may be shared among the various users of Blocks 29-32 as determined by such users, and may be used to satisfy the loading requirements, if any, for the GSW Hotel / Residential Project. Developer will ensure that there are no logistical conflicts between users of shared loading spaces.
19. **Changes to Retail Tenant Spaces.** Where leasing preferences necessitate changes to tenant spaces, in size or use, Developer will submit to OCII in a timely manner an update to its Project Data Table 6 Area Summary and Cap in the GSW Hotel/Residential BC/SD.

20. **Parking Configuration.** If there are any needed design changes associated with a reconfiguration of parking spaces for the site, Developer will notify and confer with OCII on such changes.
21. **Lighting Plan.** Provide a detailed building lighting plan. Lighting should be subtle and reinforce the overall façade design.
22. **Graffiti Treatment.** Submit materials specifications identifying how each material type will be protected from or replaced in the case of graffiti—especially those materials located on ground-floor facades.
23. **Signage.** All building signage shall be subject to further OCII staff review and approval. Developer shall submit a signage plan prior to or concurrent with the Design Development submittal, pursuant to the Mission Bay South Signage Master Plan, and may seek amendments to the Event Center Sign Program, subject to Commission approval, if and as necessary to accommodate any changes thereto.
24. **Environmental.** Developer shall comply with all applicable mitigation measures in the Mitigation Monitoring and Reporting Program (“MMRP”) of the Event Center’s Final Subsequent Environmental Impact Report adopted on November 3, 2015.
25. **Updates to Transportation Management Plan.** Developer will update the TMP to include measures related to hotel and residential land uses including but not limited to Hotel and residential passenger drop-off and pick up, Commercial and Service Vehicle Operations, Residential Move-in and Move-out, and Special Events at the Hotel. Developer will operationalize, monitor and report to OCII on the added items.
26. **Construction Traffic Management Plan (CTMP)** Prior to the start of construction, the Developer will develop, in coordination with the SFMTA and DPW, a Construction Traffic Management Plan which will outline at least the following: times of construction, truck routing plans for demolition, disposal, delivery and storage, staging locations, proposed travel lane and sidewalk closures and subsequent vehicle and pedestrian re-routing and a neighborhood communication plan. The CTMP will also include variant plans for Event Days at the Chase Center.
27. **Noise.** Prior to the start of construction, the Developer and its general contractor shall meet with OCII staff to discuss noise regulations and hours of construction operation to ensure that they understand the existing regulations and do not work outside the allowed hours of operations. Developer will comply with the Mission Bay Good Neighbor Policy which states that activity generating noise measured at 80 dBA at a distance of 100 feet shall be limited to the hours of 8:00 AM to 5:00 PM, Monday through Friday. During construction, the Developer shall designate a single point of contact to address all

construction-related concerns from OCII, the City, residents of Mission Bay and other stakeholders.

28. **Impact Fees.** The Developer shall pay the Block 29-30 Affordable Housing Fee, Block 29-30 Hotel Impact Fee, and the P22 Maintenance Amount, in accordance with the Seventh Amendment to the Mission Bay South Owner Participation Agreement (the “Seventh Amendment”), and shall also pay new or increased Development Fees or Exactions to the extent required under Section 304.9(C)(ii) of the Redevelopment Plan for the Mission Bay South Redevelopment Project and at the time required under the applicable City Regulation, but excluding the Jobs-Housing Linkage Program Fee (Planning Code Section 413) and the Inclusionary Affordable Housing Program Fee (Planning Code Section 415).

I hereby certify that the foregoing resolution was adopted by the Commission at its meeting of May 19, 2020.

Commission Secretary

Exhibit A: Mission Bay Major Phase Blocks 29-32 Amendment

Exhibit B: Blocks 29-30 Hotel/Residential Project Basic Concept / Schematic Design

Exhibit A: [Mission Bay Major Phase Blocks 29-32 Amendment](#)

Exhibit B:

[Blocks 29-30 Hotel/Residential Project Basic Concept / Schematic Design – Part I](#)

[Blocks 29-30 Hotel/Residential Project Basic Concept / Schematic Design – Part II](#)

[Blocks 29-30 Hotel/Residential Project Basic Concept / Schematic Design – Part III](#)